



→ Kandace P. Watson

Partner

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Areas of Practice

Kandace was honored among the 2021 Top Women Lawyers by the Daily Journal and as a Women of Influence in Law 2021 by the San Diego Business Journal. She was recognized as a finalist among Women of Achievement by the National Bar Association Women Lawyers Division in 2018 and was recommended in 2016 by *Legal 500 US* for Mergers & Acquisitions and Buyouts. Kandace was named among San Diego's "Top Attorneys 2015" in the Corporate Transactional practice category presented by *The Transcript*. In 2014, Kandace was profiled by the *San Diego Business Journal* and was recognized as a nominee for "Power of Attorneys 2012 – San Diego's Top Corporate Counsel." In 2008, she was a recipient of the Earl B. Gilliam Bar Association's Distinguished Service Award. In addition, Kandace was recognized among professionals in the "Forty under 40" list in 2006 by the *Phoenix Business Journal*, and in 2004, she was profiled by *American Business Gazette*. Kandace also regularly presents and writes on mergers and acquisitions, patent and technology licensing, and board governance issues to industry, trade and legal organizations.

Kandace is a master corporate strategist who excels at designing executable strategies, leading companies to create cutting edge initiatives and navigating strategic operations where no road map exists. She has extensive experience serving as a valuable resource to C-suite and other executives, boards and special committees to develop customized solutions from a blank slate for commercial, corporate, financing, governance, legal, regulatory and social matters affecting companies.

Kandace represents private and public companies in the areas of board governance, mergers and acquisitions, patent and technology licenses and general business. She has extensive experience representing companies, corporate boards and executives in intellectual property (IP) intensive industries, including biomedical, biotechnology, chemical, healthcare, pharmaceutical, social media, software and technology.

Corporate boards and management teams seek Kandace's legal and strategic advice to structure, negotiate and close complex transactions; comply with related SEC and other federal and state regulations; and expand operations globally. She regulatory advises corporate boards and management teams regarding corporate governance and compliance, strategic planning and ongoing operations. Structuring joint ventures between majority- and minority-owned business enterprises (DBEs, MBEs and WBEs) is among her specialties.

Kandace's expertise includes board governance and director and officer duties, complex commercial transactions, consortium agreements, corporate spin-offs and reorganizations, IP licenses, CRADAs and other cooperative research, development and commercialization agreements, material transfer agreements (MTAs), joint ventures, public and private offerings, securities compliance, cross-border and multi-jurisdictional transactions and supply, manufacturing and distribution agreements.

Kandace handles matters involving non-practicing entities (NPEs, or "Patent Trolls") for a number of her clients. She regularly drafts and negotiates patent purchase and license agreements and develops defense strategies for companies, often when NPEs are involved on a point of consideration.

Honors

Top Women Lawyer, *Daily Journal*, 2021

Women of Influence in Law 2021, *San Diego Business Journal*

Women of Achievement Finalist, *National Bar Association Women Lawyers Division*, 2018

Mergers & Acquisitions and Buyouts Recommended, *Legal 500 US*, 2016

San Diego's Top Attorneys - Corporate Transactions, *The Transcript*, 2015

Earl B. Gilliam Bar Association's Distinguished Service Award, 2008

Forty under 40, *Phoenix Business Journal*, 2006

Experience

Lead Independent Counsel to Special Committee of Board of Directors of NYSE-listed company

Serve as lead special counsel to special committee of the board of directors with regard to strategic alternatives, up to and including a potential sale of the company. Advise outside directors with regard to fiduciary duties in connection with unsolicited bids and other corporate governance matters. Advise outside directors in connection with securities law compliance and SEC reporting.

Lead Mergers & Acquisitions Counsel for Oncocyte Corporation

Successfully lead multiple multi-million dollar acquisitions of diagnostic companies by Oncocyte Corporation (NASDAQ: OCX).

Lead Counsel to former Directors and General Counsel of NYSE-listed company post-bankruptcy

Successfully won bankruptcy court approval for release from automatic stay for payment of defense legal fees and settled securities class action claims filed against former directors and General Counsel.

Interim Assistant General Counsel for a leading technology company providing connected health and safety solutions

Provide day-to-day support on legal matters for on-going operations, customer relations, licensing, health tech and other commercial contracts. Draft, negotiate and administer agreements, including marketing, vendor, service, manufacturing, non-disclosure and software licenses.

Rapid acquisition of telemedicine platform

Lead counsel to bioscience company in its rapid acquisition of a multi-state operated telemedicine platform in a distressed sale, and corporate restructuring.

Acquisition transactions for Quest Diagnostics Incorporated

Represent Quest Diagnostics Incorporated (NYSE: DGX), a leading provider of diagnostic testing, information and services, in multiple acquisition transactions.

Acquisition of retail stores for Starbucks Corporation

Represent Starbucks Corporation (NYSE: SBUX) in its acquisition of multiple retail store locations from a regional coffee company retailer.

License agreements for Twitter

Negotiate and advise Twitter (NYSE: TWTR) in multiple IP, API and content license agreements.

Post-acquisition integration for global pharmaceutical manufacturer

Represent a global pharmaceutical manufacturer in post-acquisition integration of legal entities involving U.S., Dutch, Swiss, Luxembourg, Mexican and other Latin American entities.

\$60 million disposition of business assets

Represented YP, the largest local search, media and advertising company in North America as IP counsel on Alpine's acquisition of YP's Earn Per Call business, advising YP on numerous IP transactional issues and preparing numerous agreements prior to closing.

Master services agreement for diagnostic services

Lead a bioinformatics company in global master services agreement with Otsuka Pharmaceuticals.

Acquisition of molecular diagnostic company

Lead counsel to Oncocyte (NYSE American: OCX) in its cash and stock acquisition of a molecular diagnostics company.

Pre-merger counsel for global pharmaceutical company

Represent a global pharmaceutical company in its pre-merger, 50+ multi-country survey of local laws affecting critical contracts in Latin America, Asia Pacific, Europe, Africa, the Middle East and North America.

\$190 million acquisition for Arizona Public Service Company

Represent Arizona Public Service Company (NYSE and PSE: PNW), an electric utility that provides retail and wholesale electric service to most of the State of Arizona, in its \$190 million acquisition of 450-megawatt, natural gas-fired Sundance generating station from PPL Corporation (NYSE: PPL).

Cross-patent license for emerging growth company

Lead an emerging growth company in enhanced oil recovery in a global cross patent license agreement with Chevron USA and numerous other supply, collaboration, investment and licensing matters.

International product supply, distribution, patent and software license agreement for U.S. consumer product company

Represent a U.S. consumer product company in global product supply, distribution, patent and software license agreements with Reckitt Benckiser.

Represent Fortune 100 healthcare services company in numerous commercial and joint venture transactions

Represent a leading provider of healthcare services in multiple joint ventures, software licenses, health tech and commercial agreements.

Global patent and know-how license for industrial chemicals

Represent a U.S. chemical company in patent and know-how license with a Japanese chemical company in connection with product development, manufacturing and distribution rights worldwide.

Clinical services agreements for oncology-focused biotechnology company

Represent an oncology-focused biotechnology company in intercompany clinical services agreements (with its major shareholder), IP and contract due diligence and securities disclosure compliance with regard to its development of a therapeutic vaccine for the treatment of melanoma.

Represent multi-clinic California corporation in hostile break-up of co-owned physician practices

Negotiate owner buy-out terms, allocation of assets and liabilities, assignment of real property leases and other third-party contracts, employee retention and termination and patient communication protocol.

IP license agreement for sports product company

Represent sports product company in exclusive, multi-country patent, trademark and know-how license agreement with BIC Sports.

Patent license agreement for a U.S.-based university

Represent a university spin-off in patent license agreement with international oil company covering two countries and the North Sea.

Corporate restructuring for an international company

Represent a multi-billion dollar international company with headquarters in Southern California in the corporate restructuring of its Malaysian subsidiary.

\$53 million private placement for regional center

Represent a U.S.-based EB-5 regional center in \$53 million private placement offering for China, Russia, South Africa and Mexico.

License agreements for a biomedical device company

Represent a U.S.-headquartered biomedical device company in international distribution and license agreements in the Middle East, Europe and Asia.

License and supply agreements for public-reporting company

Represent a public-reporting company in multiple research, development, license and supply agreements for skin products with SkinMedica, Inc., Biozhem Cosmeceuticals and Inamed Corporation.

Securities and law compliance matters for Arizona Public Service Company

Represent Arizona Public Service Company (NYSE and PSE: PNW), an electric utility that provides retail and wholesale electric service to most of the State of Arizona, in federal and state securities law compliance matters, including a legal opinion for a \$300 million shelf debt offering and reporting and NYSE listing compliance.

Supply and distribution agreements for global manufacturing company

Represent a global manufacturing company, specializing in plastics, in international and domestic supply and distribution agreements with Eli Lilly & Company, Wyeth Pharmaceuticals, BioProcessors and Safety Syringes.

Joint venture for international publicly-traded company

Represent an international publicly-traded company in a joint venture with a minority owned business enterprise (MBE) in connection with a manufacturing and supply agreement with Proctor & Gamble.

\$100 million joint venture for U.S. venture fund

Represent a U.S. venture fund regarding \$75 million investment in a Brazilian clean technology company and an additional \$25 million investment in Brazilian joint venture for ethanol inventory management.

Counsel for research and human therapeutics development company

Represent a biomedical research and human therapeutics development company in MCRADA and MTA-CRADA with U.S. Centers for Disease Control and Prevention (CDC) and Center for Biologics Evaluation and Research (CBER).

License agreements for global technology company

Represent a global technology company in distributorship and license agreements in Costa Rica, the Dutch Antilles, Suriname and Costa Rica. Advise U.S. electronics company on distribution agreements in Latin America and the Dutch Antilles.

General corporate counsel for Rubio's Restaurants Inc.

Represent Rubio's Restaurants, Inc., a public-reporting company that owns and operates over 150 fast-casual Mexican restaurants, in general corporate and contract matters and SEC reporting.

Follow-on offering for Endocare Inc.

Represent Endocare, Inc., a specialty medical device company that develops, manufactures and distributes healthcare products for cryoablation for the treatment of prostate, renal, liver and lung cancer, in a \$78 million follow-on offering.

Articles

- Protecting Exclusive Distribution Rights for Patented Products and Other Licensed IP
The Licensing Journal, Volume 40 number 10, November/December 2020
- Protecting Exclusive Distribution Rights for Patented Products and Other Licensed IP
Journal of Corporate Renewal, July/Aug 2020
- Keep an Eye on the Issue of Sovereign Immunity When Licensing State University-Based Patent Rights in Light of Ericsson Inc. v. Regents of the University of Minnesota
Landslide, 05.2019

Cannabis Law Blog Posts

- "Using ADR for Cannabis Disputes," August 18, 2020

Corporate Law Blog Posts

- "Board Guidance: Getting To Business Judgment Rule Deference When You Have A Controlling Stockholder," July 27, 2020
- "COVID-19 Directors' Duties of Oversight: Reporting and Monitoring," March 23, 2020

Media Mentions

Sheppard Mullin Adds Partners To Corporate Practice
Law360, 08.15.2017

Sheppard Mullin Hires Life Sciences Specialist in Corporate Group
Life Sciences Intellectual Property Review, 02.08.2017

Events

PPP Loan Forgiveness – We accepted the PPP Cash, please forgive us. Roundtable on PPP Loan Forgiveness Process Tips and Tactics. C suite only.

Webinar, 06.02.2020

COVID-19 Cash Crisis: Directors' and Officers' Duties - Reporting, Monitoring and Oversight

Webinar, 04.15.2020

COVID-19 and Commercial Contracts – Can we get out of theirs? Can they get out of ours?
via Zoom Webinar, 04.09.2020

What's Hot and What's Not In Drafting and Structuring Your Intellectual Property Licenses
LESI 2018 Annual Conference
April 29 - May 2

DATA SECURITY/PRIVACY ROUNDTABLE: Privacy, Cyber Security & Other Issues, and Your Board - Risk
Mitigation, Vendors, M&A Concerns, and More
Association of Corporate Counsel
San Diego, 02.08.2018

American Bar Association IP West 2017
IP Considerations in M&A Transactions: Masters Class
10.2017

Memberships

Association of Corporate Counsel, Co-Chair San Diego ACC Technology and Licensing Practice Committee,
2016-2017

Innovation Advisory Board of UC San Diego: UCSD Innovation Advisory Board Member, 2013-2015

Women in Bio, Southern California, Member

2013 Leadership Council on Legal Diversity Fellow

American Arbitration Association/International Centre for Dispute Resolution, 2010 Higginbotham Fellow

Mentor & Former Ambassador, American Bar Association, Business Law Section

Member & Former Board of Directors, Earl B. Gilliam Bar Association

Former Board of Directors, Hayzel B. Daniels Bar Association

Lifetime Member, National Bar Association

Podcasts & Webinars

PPP Loan Forgiveness – We accepted the PPP Cash, please forgive us.
06.02.2020

Practices

Corporate

Mergers and Acquisitions

Technology Transactions

Healthcare

Industries

Entertainment and Digital Media

Healthcare

Life Sciences

Education

J.D., University of Texas at Austin, *with honors*

B.A., Hampton University, *with highest honors*

Admissions

California

Arizona

U.S. District Court for the Southern District of California